

MDS/MMDS (2)



August 15, 2003

VIA FEDERAL EXPRESS

Federal Communications Commission
Wireless Bureau Applications
P O Box 358130
Pittsburgh, PA 15251-5130

RE: FCC Form 305 for Assignment of Authorization

Dear Sir or Madam:

Enclosed herewith, on behalf of CS Wireless Systems, Inc (debtor-in-possession) ("WorldCom"), and Nextel Spectrum Acquisition Corp., a subsidiary of Nextel Communications ("Nextel"), is an FCC Form 305 for assignment

The application requests the assignment of WorldCom's Multipoint Distribution Service ("MDS") and Multichannel Multipoint Distribution Service ("MMDS") licenses to Nextel. Also included is an FCC Form 159 for payment of the associated FCC filing fees via credit card payment.

If you have any questions or require additional information regarding this matter, please contact the undersigned at (703) 433-4211

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Robin J. Cohen". The signature is fluid and cursive, with a long horizontal stroke at the end.

Robin J. Cohen
Manager, Regulatory

Enclosures

FCC Wireless Telecommunications Bureau
Application for Consent to Assignment
of Multipoint Distribution Service Authorization

Approved by OMB
 3060 - 3851
 See instructions for
 public burden estimate

SECTION I - GENERAL AND FEE INFORMATION

1 Applicant Name (Last, First Middle Initial) Nextel Spectrum Acquisition Corp.		FCC Registration Number (FRN) 0003768553	
Mailing Street Address Or P O Box 2001 Edmund Halley Drive Attention Robin Cohen		Internet Address	
City Reston	State Or Country (if foreign address) Virginia	Zip Code 20191	
Telephone Number (include area code) 703-433-4000	Call Sign See Exhibit 1	Other FCC Identifier (if applicable)	
2 Is a fee submitted with this application? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO			
If YES, complete and attach FCC Form 159			
If NO, indicate reason for fee exemption (see 47 C.F.R. § 1.1114)			
<input type="checkbox"/> Governmental Entity <input type="checkbox"/> Noncommercial Educational License <input type="checkbox"/> Other (please explain)			

SECTION II - TO BE COMPLETED BY ASSIGNOR

1 Name of Assignor CS Wireless Systems, Inc. (debtor in possession)		FCC Registration Number (FRN) 0007569270	
Mailing Street Address or P O Box c/o WorldCom, 1133 Nineteenth St, NW	City Washington	State DC	Zip Code 20036

- 2 Provide the following information for each license authorized to or Basic Trading Area ("BTA") authorization held by the assignor for which assignment is sought in this application

CALL SIGN/BTA NUMBER	LOCATION(CITY/STATE)	FILE NUMBER	EXPIRATION DATE
See Exhibit 1			

- 3 Does the assignor seek assignment of its authorization for a Basic Trading Area ("BTA") or a Partitioned Service Area ("PSA") which was received in the past three years through a competitive bidding process?

☐ YES ☒ NO

If YES, attach as an Exhibit the associated contracts for sale, option agreements, management agreements or other documents disclosing the total consideration that the assignor will receive in return for assignment of its authorization

Exhibit No

SECTION II – (continued)

- 4 Does the assignor seek assignment of a conditional license prior to the completion of construction of the facility and the timely filing of the certificate of completion of construction?

☒ YES ☐ NO

If YES, attach as an Exhibit

Exhibit No
II.4

- (a) the following information for each of the incomplete or Unconstructed facilities listed in Item 2
- (i) call sign,
 - (ii) file number,
 - (iii) date by which construction must be completed, and
 - (iv) whether the facilities were authorized following a comparative hearing or pursuant to the random selection proceeding in which the successful applicant received a preference, and whether the facilities have been operated for less than one year, and
- (b) the detailed showing and declarations of the applicants required by 47 C F R § 21.39 which demonstrate that the proposed assignor has not acquired the authorization or operated the station for the principal purpose of profitable sale rather than public service

- 5 Are there any agreements, oral or written, involving use and/or control of the station?

☒ YES ☐ NO

If YES, attach as an Exhibit a copy of any such agreement(s). If there is only an oral agreement, reduce the terms to writing and attach

Exhibit No
II.5

- 6 Attach as an Exhibit a copy of the contract or agreement to assign the property and facilities of the station. If there is only an oral agreement, reduce the terms to writing and attach

Exhibit No
II.6

CERTIFICATION

- 7 By checking YES, the applicant certifies that in the case of an individual applicant, he or she is not subject to a denial of federal benefits that includes FCC benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, or, that in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b). Failure to check YES may cause dismissal of your application.

☒ YES ☐ NO

The **ASSIGNOR** acknowledges that all the statements made in this application and the attached Exhibits are considered material representations, and that all Exhibits are a material part hereof and incorporated herein.

The **ASSIGNOR** represents that this application is not filed for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. § 1.65, the **ASSIGNOR** has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

I certify that the **ASSIGNOR'S** statements in this application are true, complete and accurate to the best of my knowledge and belief, and are made in good faith.

Type or Print Name of Person Signing Donna Sorqi	Signature <i>Donna Sorqi</i>
Title of Person Signing Vice President, Federal Advocacy	Date 8/13/03
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, § 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).	

SECTION III - TO BE COMPLETED BY ASSIGNEE

1 Name of Assignee Nextel Spectrum Acquisition Corp.	FCC Registration Number (FRN) 0003768553		
Mailing Street Address or P O Box 2001 Edmund Halley Drive	City Reston	State VA	Zip Code 20191

2 Is this application a *pro forma* transaction?

☐ YES ☒ NO

If YES, attach as an Exhibit describing the nature of the *pro forma* transaction

Exhibit No

3 Is this application for an involuntary assignment of the authorization?

☐ YES ☒ NO

If YES, attach as an Exhibit a copy of the court order or other legal instrument pursuant to which the assignment of license to the assignee is sought

Exhibit No

4 Does the contract submitted in response to Question 6 of Section II embody the full and complete agreement between the assignor and assignee?

☐ YES ☒ NO

If NO, explain in an Exhibit

Exhibit No
III.10 (footnote 10)

5 The assignee is a(n) (check one)

☐ Individual ☐ General Partnership ☐ Limited Partnership
☒ Corporation ☐ Association ☐ Other

If the "Other" box is checked, attach as an Exhibit a statement describing the nature of the assignee, the laws under which it is organized and the names and addresses of the owners, principals, officers and directors of the assignee

Exhibit No

6 (a) If the assignee is a partnership, attach as an Exhibit the following information for each partner (i) name, (ii) address, and (iii) nature of the partnership interest

Exhibit No
N/A

(b) For each general partner also provide (i) the number and percentage of votes held, and (ii) other existing attributable interests in any cable television system including the nature, size and location of such interests

7 If applicable, complete the following certifications

(a) By checking YES, the assignee certifies that no limited partner will be involved in any material respect in the management or operation of the proposed station

☐ YES ☐ NO
☒ NOT APPLICABLE

If NO, the assignee must attach as an Exhibit the following information with respect to all limited partners actively involved in the FCC regulated activities of the partnership (i) the nature of the partnership interest, (ii) the number and percentage of votes held, and (iii) other existing attributable interests in any cable television system, including the nature, size and location of such interests

Exhibit No

(b) Does any investment company (as defined in 15 U.S.C. § 80a-3) insurance company, or trust department of any bank have an aggregated holding consistent with 47 C.F.R. § 21.912, Note 1(c)?

☐ YES ☒ NO
☐ NOT APPLICABLE

By checking YES, the assignee certifies that the entity holding such interests exercises no influence or control over the assignee, directly or indirectly, and has no representatives among the officers and directors of the assignee

☐ YES ☐ NO
☐ NOT APPLICABLE

8 If the assignee is a corporation or association answer the following

(a) Under the laws of what state or country is it organized? Delaware

(b) If the assignee is a corporation, is it duly incorporated and in good standing?

☒ YES ☐ NO

SECTION III (continued)

- (c) Is more than one-fifth of the capital stock owned of record or may it be voted by aliens or their representatives, or by a foreign government or representatives thereof, or by any corporation organized under the laws of a foreign country? ☐ YES ☒ NO
- ☐ NOT APPLICABLE
- (d) Attach as an Exhibit the names and address of all stockholders owning and/or voting 5% or more of the assignee's stock and the percentage of stock held by each stockholder
- Exhibit No
III.8
- 9 (a) Is the assignee directly or indirectly controlled by any other corporation? ☒ YES ☐ NO
- If YES, submit an Exhibit providing the name and address of such controlling corporation
- Exhibit No
III.9
- (b) Under the laws of what state or country is it organized? Delaware
- (c) Is more than one-fourth of the capital stock of such corporation owned of record or may it be voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? ☐ YES ☒ NO
- (d) Is the above-described controlling corporation in turn a subsidiary? ☐ YES ☒ NO
- If YES, submit an Exhibit which answers Items 9(a) through (c) for each such corporation, including the organization having final control
- Exhibit No
- 10 Attach as an Exhibit a statement of the assignee's principal business
- Exhibit No
III.10
- 11 Is the individual assignee or, if a partnership, each member of the partnership a citizen of the United States? ☒ YES ☐ NO
- ☐ NOT APPLICABLE
- 12 Is the assignee or any party to this application a representative of an alien or of a foreign government? ☐ YES ☒ NO
- ☐ NOT APPLICABLE
- 13 (a) Has the assignee or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by the Commission? ☐ YES ☒ NO
- (b) Has any court finally adjudged the assignee, or any person directly or indirectly controlling the assignee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? ☐ YES ☒ NO
- (c) Has the assignee, or any party to this application, or any person directly or indirectly controlling the assignee, ever been convicted of a felony by any state or Federal court? ☐ YES ☒ NO
- If the answer to any of the above is YES, attach as an Exhibit a statement relating the facts
- Exhibit No
- 14 Does the assignee directly or indirectly, through stock ownership, contract or otherwise have an ownership or control interest in any other communications entities? ☒ YES ☐ NO
- If YES, attach as an Exhibit describing the interest, and the location(s) and call sign(s), if any
- Exhibit No
III.14
- 15 Is the assignee directly or indirectly interested in or affiliated with, or does the assignee have leasing arrangements with a cable television company? ☐ YES ☒ NO
- If YES, attach as an Exhibit a description of the relationship and overlap, if any of the boundaries of the cable franchise area and the station's protected service area
- Exhibit No
- 16 (a) Is the assignee personally familiar with the Commission's Rules governing MDS? ☒ YES ☐ NO
- (b) Has the assignee examined the subject facilities and determined that construction and operation are in compliance with the current authorization and the Commission's Rules? ☐ YES ☒ NO

SECTION III – (continued)

(c) Does the assignee acknowledge that, if the Commission consents, the assignment must be completed within 45 days of the date of consent and that the Commission must be notified in writing within 10 days of the date of consummation?

☒ YES ☐ NO

17 Will the assignee have control of the station(s), both as to physical operation and the service provided?

☒ YES ☐ NO

If NO, attach as an Exhibit a copy of any contract which may affect the assignee's right to do so

Exhibit No

18 Does the assignee certify to its financial ability with respect to construction and/or operation of the station?

☒ YES ☐ NO

CERTIFICATION

19 By checking YES, the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits that includes FCC benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, or, that in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b). Failure to check YES may cause dismissal of your application.

☒ YES ☐ NO

The **ASSIGNEE** acknowledges that all the statements made in this application and the attached Exhibits are considered material representations, and that all Exhibits are a material part hereof and incorporated herein.

The **ASSIGNEE** represents that this application is not filed for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. § 1.65, the **ASSIGNEE** has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

I certify that the **ASSIGNEE'S** statements in this application are true, complete and accurate to the best of my knowledge and belief, and are made in good faith.

Type or Print Name of Person Signing <u>Robin J. Cohen</u>	Signature <u>Robin J. Cohen</u>
Title of Person Signing <u>Manager, Regulatory</u>	Date <u>8/13/03</u>
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, § 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).	

Exhibit 1

<u>Call Sign</u>	<u>State</u>	<u>Market</u>	<u>CH</u>	<u>Licensee</u>
B028	CA	Bakersfield	BTA	CS Wireless Systems, Inc
B074	NC	Charlotte	BTA	CS Wireless Systems, Inc
B084	OH	Cleveland	BTA	CS Wireless Systems, Inc
B224	MT	Kalispell	BTA	CS Wireless Systems, Inc
B226	MO	Kansas City	BTA	CS Wireless Systems, Inc.
B263	KY	Louisville	BTA	CS Wireless Systems, Inc
B303	CA	Modesto	BTAs (Modesto)	CS Wireless Systems, Inc
B378	MN	Rochester (Byron)	BTA	CS Wireless Systems, Inc.
KNSC219	MO	Kansas City	2A	CS Wireless Systems, Inc
KNSC219-H01	KS	Wellsville	1, 2A	CS Wireless Systems, Inc
KNSC219-H02	MO	Kansas City	2A	CS Wireless Systems, Inc.
KNSC229	MT	Kalispell	H1	CS Wireless Systems, Inc
KNSC230	MT	Kalispell	H2	CS Wireless Systems, Inc.
KNSC231	MT	Kalispell	H3	CS Wireless Systems, Inc
KNSC448	KY	Louisville	2A	CS Wireless Systems, Inc
KNSC466	MT	Kalispell	E	CS Wireless Systems, Inc
KNSC467	MT	Kalispell	F	CS Wireless Systems, Inc.
KNSC482	MN	Rochester (Byron)	E	CS Wireless Systems, Inc
KNSC483	MN	Rochester (Byron)	F	CS Wireless Systems, Inc
KNSC586	NC	Charlotte	2A	CS Wireless Systems, Inc
KNSC586-H01	NC	Charlotte	2A	CS Wireless Systems, Inc
KNSC806	OH	Cleveland	H1	CS Wireless Systems, Inc
KNSC870	OH	Cleveland	H3	CS Wireless Systems, Inc
KNSD322	KS	Nortonville (Effingham)	E	CS Wireless Systems, Inc
KNSD323	KS	Nortonville (Effingham)	2A	CS Wireless Systems, Inc
KNSD323-H01	KS	Nortonville (Effingham)	2A	CS Wireless Systems, Inc
KNSD324	KS	Nortonville (Effingham)	F	CS Wireless Systems, Inc
KNSD325	KS	Nortonville (Effingham)	H1	CS Wireless Systems, Inc
KNSD326	KS	Nortonville (Effingham)	H2	CS Wireless Systems, Inc
KNSD327	KS	Nortonville (Effingham)	H3	CS Wireless Systems, Inc.
KNSD351	MO	Sweet Springs (Concordia)	E	CS Wireless Systems, Inc
KNSD352	MO	Sweet Springs (Concordia)	F	CS Wireless Systems, Inc
KNSD353	MO	Sweet Springs (Concordia)	1	CS Wireless Systems, Inc
KNSD353-H01	MO	Sweet Springs (Concordia)	1, 2A	CS Wireless Systems, Inc
KNSD354	MO	Sweet Springs (Concordia)	2A	CS Wireless Systems, Inc
KNSD411	CA	Stockton (Ripon/Modesto)	2A	CS Wireless Systems, Inc

KNSE375	MO	Sweet Springs (Concordia)	H2	CS Wireless Systems, Inc
KNSE376	MO	Sweet Springs (Concordia)	H1	CS Wireless Systems, Inc.
KNSE377	MO	Sweet Springs (Concordia)	H3	CS Wireless Systems, Inc
KOB43	MO	Kansas City	1	CS Wireless Systems, Inc
KOB43-H01	MO	Kansas City	1	CS Wireless Systems, Inc
WFY852	TX	San Antonio	2	CS Wireless Systems, Inc
WFY900	TX	Ft Worth	2	CS Wireless Systems, Inc
WFY900-H01	TX	Ft Worth (Addison)	2A	CS Wireless Systems, Inc
WFY900-H02	TX	Ft Worth (Burnett)	2A	CS Wireless Systems, Inc
WFY900-H03	TX	Ft Worth (Brookhollow)	2A	CS Wireless Systems, Inc
WFY900-H04	TX	Ft. Worth (Bell Perde)	2A	CS Wireless Systems, Inc
WFY900-H05	TX	Ft. Worth (Panorama)	2A	CS Wireless Systems, Inc
WFY900-H06	TX	Ft. Worth (Rectcom)	2A	CS Wireless Systems, Inc
WFY900-H07	TX	Ft Worth (Radio Station)	2A	CS Wireless Systems, Inc.
WGW374	TX	Victoria	1	CS Wireless Systems, Inc
WGW715	NC	Charlotte	1	CS Wireless Systems, Inc
WGW715-H01	NC	Charlotte	1	CS Wireless Systems, Inc
WHJ873	TX	Dallas	H2	CS Wireless Systems, Inc
WHJ951	OH	Cleveland	H2	CS Wireless Systems, Inc
WHJ958	TX	Dallas	H1	CS Wireless Systems, Inc
WHT564	TX	Dallas	2	CS Wireless Systems, Inc
WHT564-H01	TX	Dallas (Watertower)	2A	CS Wireless Systems, Inc
WHT564-H02	TX	Dallas (TV55)	2A	CS Wireless Systems, Inc
WHT564-H03	TX	Dallas (2909 Building)	2A	CS Wireless Systems, Inc
WHT564-H04	TX	Dallas (Bank of America)	2A	CS Wireless Systems, Inc
WHT564-H05	TX	Dallas (Granite)	2A	CS Wireless Systems, Inc
WHT564-H06	TX	Dallas (Preston)	2A	CS Wireless Systems, Inc
WHT584	CA	Bakersfield	E	CS Wireless Systems, Inc
WHT585	CA	Bakersfield	F	CS Wireless Systems, Inc
WHT677	MN	Minneapolis (St Paul)	E	CS Wireless Systems, Inc
WHT678	MN	Minneapolis (St Paul)	F	CS Wireless Systems, Inc
WHT713	OH	Dayton	E	CS Wireless Systems, Inc
WHT789	TX	Ft Worth	F	CS Wireless Systems, Inc
WHT790	MO	Kansas City	E	CS Wireless Systems, Inc
WJM75	TX	Ft Worth	1	CS Wireless Systems, Inc
WJM75-H01	TX	Ft Worth (Radio Station)	1	CS Wireless Systems, Inc
WJM75-H02	TX	Ft Worth (Rectcom)	1	CS Wireless Systems, Inc

WJM75-H03	TX	Ft Worth (Brookhollow)	1	CS Wireless Systems, Inc
WJM75-H04	TX	Ft Worth (Bell Perde)	1	CS Wireless Systems, Inc
WJM75-H05	TX	Ft Worth	1	CS Wireless Systems, Inc
WJM75-H06	TX	Ft Worth (Burnett)	1	CS Wireless Systems, Inc
WJM75-H07	TX	Ft Worth (Panorama)	1	CS Wireless Systems, Inc
WJM75-H08	TX	Ft Worth	1	CS Wireless Systems, Inc
WJM80	TX	San Antonio	1	CS Wireless Systems, Inc
WLK282	MO	Kansas City	F	CS Wireless Systems, Inc
WLK306	OH	Cleveland	F	CS Wireless Systems, Inc
WLK310	OH	Cleveland	E	CS Wireless Systems, Inc
WLW855	NH	Portsmouth	E	CS Wireless Systems, Inc
WMH876	KS	Nortonville (Effingham)	1	CS Wireless Systems, Inc
WMH877	CA	Bakersfield	1	CS Wireless Systems, Inc
WMH877-H02	CA	Bakersfield	1 (Hor)	CS Wireless Systems, Inc
WMI942	CA	Bakersfield	2A	CS Wireless Systems, Inc.
WMI942-H02	CA	Bakersfield	2A (Hor)	CS Wireless Systems, Inc
WMX672	NE	Scottsbluff	C	CS Wireless Systems, Inc
WMX685	NE	Scottsbluff	B	CS Wireless Systems, Inc
WMX909	OH	Dayton	1	CS Wireless Systems, Inc
WMX926	MO	Maysville (Cameron)	H1	CS Wireless Systems, Inc
WMX927	MO	Maysville (Cameron)	H3	CS Wireless Systems, Inc
WMX928	MO	Maysville (Cameron)	H2	CS Wireless Systems, Inc
WMX936	MO	Maysville (Cameron)	1	CS Wireless Systems, Inc
WMX942	NC	Charlotte	H3	CS Wireless Systems, Inc
WMX943	NC	Charlotte	H2	CS Wireless Systems, Inc
WNEX725	OH	Dayton	H2	CS Wireless Systems, Inc
WNEY637	TX	San Antonio	H2-3	CS Wireless Systems, Inc
WNEZ576	MO	Kansas City	H2	CS Wireless Systems, Inc
WNEZ665	MO	Kansas City	H3	CS Wireless Systems, Inc
WNEZ819	MN	Minneapolis (St Paul)	H2	CS Wireless Systems, Inc
WNTA442	MO	Kansas City	H1	CS Wireless Systems, Inc
WNTA693	TX	San Antonio	H1	CS Wireless Systems, Inc
WNTA934	MN	Minneapolis (St Paul)	H3	CS Wireless Systems, Inc
WNTB420	OH	Dayton	H1	CS Wireless Systems, Inc
WNTB689	OH	Dayton	H3	CS Wireless Systems, Inc.
WNTD967	TX	Dallas	H3	CS Wireless Systems, Inc
WNTF312	CA	Bakersfield	H3	CS Wireless Systems, Inc

WNTF473	CA	Bakersfield	H1, H2	CS Wireless Systems, Inc
WNTJ817	MN	Rochester (Byron)	H1-3	CS Wireless Systems, Inc
WPE99	MN	Minneapolis (St Paul)	1	CS Wireless Systems, Inc
WPE99-H02	MN	Minneapolis (St Paul)	1 (Ver)	CS Wireless Systems, Inc
WPW84	CA	Stockton (Ripon/Modesto)	1	CS Wireless Systems, Inc
WQQ65	TX	Dallas	1	CS Wireless Systems, Inc
WQQ65-H01	TX	Dallas (Preston)	1	CS Wireless Systems, Inc
WQQ65-H02	TX	Dallas (Bank of America)	1	CS Wireless Systems, Inc.
WQQ65-H03	TX	Dallas (2909 Building)	1	CS Wireless Systems, Inc
WQQ65-H04	TX	Dallas (TV55)	1	CS Wireless Systems, Inc
WQQ65-H05	TX	Dallas (Watertower)	1	CS Wireless Systems, Inc
WQQ65-H06	TX	Dallas (Granite)	1	CS Wireless Systems, Inc.
WQQ66	OH	Cleveland	1	CS Wireless Systems, Inc.

Exhibit II.4

Exhibit II.4

(a) List of incomplete or unconstructed facilities.*

CALL SIGN	FCC FILE NUMBER
KNSC278	19960510KI
KNSC279	19960510KJ
KNSC363	19960510KM
KNSC365	19960510EX
KNSC455	19960531AF
KNSC456	19960510KD
KNSC457	19960510KE
KNSC458	19960510KG
KNSC459	19960510KH
KNSC460	19960510KK
KNSC461	19960510KL
KNSC461-H03	20000818BUS
KNSC464	19960531AH
KNSC464-H01	20000818ABB
KNSC465	19960531AI
KNSC513	19960531AB
KNSC514	19960531AD
KNSC653	19960510KF
KNSC654	19960528AO
KNSD322	19980512KW
KNSD323	19980512KX
KNSD323-H01	20000818ACY
KNSD324	19980512KY
KNSD325	19980512KZ
KNSD326	19980512LA
KNSD327	19980512LB
KNSD411	19960510FS
KNSD894	19991006XW
KNSE302	19960510KCS
WFY900-H01	20000818CBO
WFY900-H02	20000818CBN
WFY900-H03	20000818CBM
WFY900-H04	20000818CBR
WFY900-H05	20000818CBQ
WFY900-H06	20000818CBS
WFY900-H07	20000818CBP
WHT564-H01	20000818CCJ
WHT564-H02	20000818CCH
WHT564-H03	20000818CCE
WHT564-H04	20000818CCC

CALL SIGN	FCC FILE NUMBER
WHT564-H05	20000818CCK
WHT564-H06	20000818CCG
WJM75-H01	20000818CUM
WJM75-H02	20000818CUN
WJM75-H03	20000818CUO
WJM75-H04	20000818CTX
WJM75-H05	20000818CTY
WJM75-H06	20000818CUE
WJM75-H07	20000818CUJ
WJM75-H08	20001012AAA
WQQ65-H01	20000818CFY
WQQ65-H02	20000818CIX
WQQ65-H03	20000818CDI
WQQ65-H04	20000818CUS
WQQ65-H05	20000818CDF
WQQ65-H06	20000818CIQ
KNSC488	19960510ND
KNSC589-H01	20000818AAJ
KNSC726-H01	20000818AAC
KNSC726	19961223IX
KNSC204	19960510PA
KNSC204-H01	20010129ADQ
KNSC205	19960510PB
KNSE423	19960510PD
KNSC771-H01	20010420ABW
KNSC490	19960510NG
KNSC493-H01	20000818AAH
KNSC207	19960510EH
KNSC207-H01	20010420ACF
KNSC208	19960510EI
KNSC802	19961223JK
KNSC802-H01	20000818ACF
KNSC639	19960510NH
KNSC825	1997010KE
KNSC773	19970110JZ
KNSC824	19970110KC
KNSC822	19970110JW
KNSC823	19970110KD
KNSD206	19980421JX
KNSC605	19961001FM
KNSC605-H01	20000818AAK
KNSC624	19960510SZ
KNSC209	19960510QK
KNSC209-H01	20000818AAM
KNSC210	19960510QL

CALL SIGN	FCC FILE NUMBER
KNSC211-H02	20010420AFY
KNSC211	19961223JL
KNSC711	19970318NE
KNSC711-B01	20000818ABC
KNSE443	19960510RJ
KNSC890	19960510RK
KNSC727-H01	20000818ABL
KNSC727	19961223JB
KNSC493	19961223JN
KNSC493-H02	20010420ACI
KNSC671	19970127KQ
KNSC675	19970127KV
KNSC673	19970110JX
KNSC674	19970110KD
KNSC672	19970110KB
KNSC547	19960510NK
KNSC548	19960510NT
KNSC548-H01	20000818AAQ
KNSE461	20000811AAE
KNSE460	20000811AAF
KNSC573	19961028GB
KNSC573-H01	20010126AAD
KNSC343	199605101PR
KNSC709	19960510PU
KNSC710	19960510PV
KNSC708	19960510EJ
KNSC345	19960510QD
KNSC345-H01	20010420ACA
KNSC346	19960510QE
KNSD348	19960510QH
KNSD349	19960510QI
KNSD350	19960510QJ
KNSC622	19960510QU
KNSC623	19960510QV
KNSC347	19960510QW
KNSC347-H01	20010126AAB
KNSC348	19960510QX
KNSD346	20000706AAV
KNSD347	20000706AAT
KNSC349	19960510RA
KNSC350	19960510RB
KNSD274	19960510RQ
KNSD274-H01	20000818AFX
KNSC351	19950510RR
KNSC892	19970416QX

CALL SIGN	FCC FILE NUMBER
KNSC430-H01	20000818ACB
KNSC430	19960510PG
KNSD306	19970127KS
KNSD307	19970127KU
KNSC942	19970127KT
KNSC428	19960510PH
KNSC428-H01	20000818ADP
KNSC429	19960510PI
KNSC767	19970127RR
KNSC589	19960510PJ
KNSC590	19960510PK
KNSC591	19960560PL
KNSC698-H01	20000818ACW
KNSC698	19961219IQ
KNSC431	19960510PX
KNSC431-H01	20000818AAL
KNSC437	19960510PY
KNSC614	19960510SN
KNSC499	19960510OW
KNSC499-H01	20000818ABK
KNSC498	19960510OX
KNSC615	19960510SO
KNSC608	19960510SM
KNSC943-H01	20000818ADA
KNSC888	19970416QU
KNSC943	19970416QV
KNSD415	19970416QW
KNSD283	19970625US
KNSD283-H01	20010420AEI
KNSC876	19961223IZ
KNSD287	19970627VO
KNSD286	1997625UW
KNSD285	1997625UV
KNSD284	1997625UT
KNSC609	19960510SQ
KNSC365	19960510EX
KNSC386	19960510PE
KNSC387	19961218JS
KNSE424	19960510OT
KNSC214-H01	20010420ABU
KNSC214	19960510OU
KNSC528-H01	20010125AAE
KNSC528	19960830CX
KNSC906-H01	20010420ABZ
KNSC906	20000731AAE

CALL SIGN	FCC FILE NUMBER
KNSC492-H02	20010420ACD
KNSC216	19960510PZ
KNSD264	19960510QA
KNSE446	19960510QB
KNSC215	19960510QC
KNSC788	19961223JM
KNSC787	19961223JL
KNSE279-H01	20010126AAV
KNSE422	19960510QM
KNSC217	19960510QN
KNSC218	19960510QP
KNSC217-H01	20010420ACO
KNSE363	20000802AAK
KNSE279-H02	20010420ACH
KNSC222	19960510SW
KNSC222-H01	20000818AAW
KNSC556	19960927FI
KNSC556-H01	20010420ACC
KNSC489	19960510NF
KNSC554	19960927FG
KNSC555	19960927FH
KNSC560-H01	20010420ACE
KNSC560-B01	19980520LH
KNSC836	19960510SV
KNSC836-H01	20010420ACG
KNSC891-H01	20020513AAS
KNSC526	19960510NN
KNSC565	19960830EM
KNSC491	19960510NP
KNSC565-H01	20010420ACR
KNSC564	20000711AAO
KNSC669	19960830JI
KNSC566	19960830EN
KNSC563	19960830ED
KNSC492	19960510NR
KNSC492-H01	20010420ABY
KNSC596	19960705BY
KNSE425	19960705BX
KNSC595	19960705BW
KNSC410-H02	20010420ACN
KNSC410	19960510NO
KNSC527	19960618BI
KNSC648	19961216IJ
KNSC569	19961029FS
KNSC569-H01	20010420ACM

CALL SIGN	FCC FILE NUMBER
KNSC496	19960510TA
KNSC571	19961029FU
KNSC572	19961029FV
KNSC571-BO2	19980630MO
KNSC571-BO1	19980714NB
KNSC568	19961029FR
KNSC570	19961029FT
KNSC494	19960510NV
KNSC645	19961203HN
KNSC399	19960570NL
KNSC644-H01	20010420ACK
KNSC410-H03	20020612AAA
KNSC410-H04	20020612AAC
KNSC410-H05	20020612AAE
KNSC410-B01	20020612AAB
KNSC410-B02	20020612AAC
KNSC410-B03	20020612AAD
WNTH952-H01	20020516AAA
WNTH952-H02	20020516AAC
WNTH952-H03	20020516AAE
WNTI565-B01	20020516AAB
WNTH952-B01	20020516AAD
WNTH952-B02	20020516AAF
KNSC412-H01	20000811AAO
KNSC412	19960510NQ
KNSC412-H02	20000818AAN
KNSC644-H02	20000818ACD
KNSC644	19961203HQ
KNSC546	19960510NE
KNSC546-H01	20010126ABY
KNSC606	19961001CY
KNSC257	19960510FK
KNSC926	19961008DN
KNSC263	19960510CX
KNSC662	19960913CZ
KNSC663	19960823CP
KNSC264	19960510CS
WOI93-H01	20000818CVK
WOI93-H02	20000818CVM
WOI93-H03	20000818CVN
WOI93-H04	20000818CVP
WOI93-H05	20000818CVQ
WOI93-H06	20000818CVS
WOI93-H07	20000818CVI
WOI93-H08	20000818CVT

CALL SIGN	FCC FILE NUMBER
WOI93-H09	20000818CVR
WOI93-H10	20000818CVJ
WOI93-H11	20000818CVL
WOI93-H12	20000818CVO
WOI93-H13	20000818CVU
KNSC253	19960510CF
KNSC792	19960510CP
KNSC792-H01	20000818AGB
KNSC792-H02	20000818CCQ
KNSC792-H03	20000818CCT
KNSC792-H04	20000818CCU
KNSC792-H05	20010126ABI
KNSC792-H06	20010126ABF
KNSC792-H08	20000818CCL
KNSC792-H09	20010126ABG
WMI863-B11	20010126ABP
KNSC451-H02	20000818CVY
KNSC451-H03	20010420ADG
KNSC451	19960510CM
KNSC451-H01	20000818CVX
KNSC451-H04	20010420ADH
KNSC551	19960510FP
KNSC449-H03	20000818COD
KNSC449	19960510CL
KNSC449-H02	20000818CNR
KNSC452	19960510CN
KNSC452-H01	20000818CWN
KNSC452-H02	20000818CWL
KNSC452-H03	20000818CWK
KNSD371	19961007DK
KNSD371-H01	20000818CTT
KNSD371-H02	20000818CTR
KNSD371-H03	20000818CUI
KNSD371-H04	20000818CUU
KNSD371-H05	20000818CUD
KNSD371-H06	20000818CUR
KNSD371-H07	20000818CTZ
WHT571-H01	20000818CWU
WHT571-H02	20000818CWX
WHT571-H03	20000818CWS
WHT571-H04	20000818CWW
WHT571-H05	20000818CWT
WHT571-H06	20000818CWV
WHT571-H07	20000818CWR
KNSC517	19960510FB

CALL SIGN	FCC FILE NUMBER
KNSC518	19960510FC
WGW715-H01	20000818CBX
KNSC586	19960510FW
KNSC586-H01	20000818CBU
WMX943	9204254
WMX942	9204253
KNSE469	19960510FH
KNSC450	19960510CJ
KNSC579	19960510CU
KNSC804	19960510FD
KNSC805	19960510FE
KNSC452	19960510CN
KNSC451	19960510CM
KNSE453	19961008DQ
KNSC255	19960510CH
KNSE448	19960913DB
KNSE449	19960927DF
KNSE450	19960930DG
KNSC259	19960510CG
KNSE434	19961011DW
KNSE432	19961015DY
KNSE431	19961015DZ
KNSE430	19961015EA
KNSE427	19960612AZ
KNSE428	19960612AY
KNSC660	19960821CK
KNSC270	19960510CV
KNSE364	19960510FR
KNSC283	19960510CW
KNSC661	19960821CN
KNSC515	19960510CO
KNSE426	19961007DL
KNSD974-H01	20010129ADK
WPE97-H01	20000818CVC
WPF48-H01	20010129ACE
WPF48-H02	20000818CXH
WPF48-H03	20000818CXE
WPF48-H04	20010126AAO
KNSE435	19960510CT
KNSC453	19960510CQ
KNSC880	19970520TK
WLW859	8311440
KNSC552	19960510FQ
WNTI314	768805
KNSC266-H01	20000818CWY

CALL SIGN	FCC FILE NUMBER
KNSC266-H03	20010126AAA
KNSC266-H02	20000818CXL
KNSC266-H04	20010126AAB

'(a)(iii) Assignor has not set forth expiration dates for its conditional licenses because the Commission, in WT Docket No. 03-66, has determined "that it is in the public interest to suspend the construction deadline for MDS site-based licensees and permittees that have unexpired licenses or permits." *Amendment of Parts 1, 21, 73, 74, and 101 of the Commission's Rules to Facilitate the Provision of Fixed and Mobile Broadband Access, Educational and Other Advanced Services in the 2150 – 2162 and 2500 – 2690 MHz Bands, Notice of Proposed Rulemaking and Memorandum Opinion and Order*, FCC 03-56, rel. April 2, 2003 ("2.5 GHz NPRM"), at paragraph 201, as amended by *Order*, FCC 03-169, released July 10, 2003 ("Clarification Order"), at paragraph 3. In the 2.5 GHz NPRM at paragraph 200, as amended by the *Clarification Order* at paragraph 5, the Commission also relieved MDS BTA authorization holders of the obligation to meet the build-out deadline set forth in Section 21.930 of the Commission's Rules.

(a)(iv) All of the BTA facilities were authorized pursuant to auction. Assignor provides the following information about site-specific licenses: WLW859 was awarded by lottery; WNTI314 was authorized by standard application (the station had previously been an OFS station). Assignor believes, but does not know for certain, that WMX942 and WMX943 were awarded by lottery. To the best of Assignor's knowledge, the initial licensees of the stations awarded by lottery did not receive a preference.

(b) Showing required pursuant to Section 21.39 of the Commission's Rules

Section 21.39 of the Commission's Rules requires Assignor to demonstrate that it has not acquired the authorizations or operated the stations with the principal purpose of profitable sale rather than public service. In response, Assignor states as follows. Pursuant to Section 21.934, the anti-trafficking provisions of Section 21.39 do not apply to the assignment of BTA authorizations acquired pursuant to the Commission's competitive bidding procedures. Assignor (or its predecessors-in-interest) acquired all of its BTA authorizations pursuant to the 1996 auction of MDS BTAs. Further, the four site-specific conditional licenses that are part of this Application are incidental to a much larger transaction. Finally, Assignor purchased these licenses in 1999, and Assignor is not making a profit on the sale of these licenses. These licenses clearly have not been "warehoused" for purposes of assigning them to make a profit. Rather, as explained in the Public Interest Statement filed with this application, the rights in these licenses as well as other assets are being sold pursuant to an auction approved by the bankruptcy court as part of the reorganization of Assignor's business and financial structure under Chapter 11 of the U.S. Bankruptcy Code. The proposed transaction consequently does not involve trafficking in licenses. To the extent a waiver of Section 21.39(a) is required,¹ Assignor and the Assignee hereby request such a waiver for the reasons stated above. As demonstrated above, the underlying purpose of Section 21.39(a) – preventing the trafficking of licenses – will not be undermined by the proposed transaction. *See, e.g., In re Applications of American Communication Services, Inc.*, 3 FCC Rcd 6195 (1988).

¹ Section 21.39(a), 47 C.F.R. § 21.39(a), prohibits the assignment of site-specific conditional licenses prior to completion of construction as part of Section 21.39's general prohibition against the trafficking in MDS licenses.

(granting waiver of rule prohibiting assignment of licenses prior to completion of construction where "assignments are merely incidental to an overall corporate restructuring and reorganization") "²

² It should also be noted that the current regulatory structure governing MMDS and MDS channels has created uncertainties and at times discouraged licensees from constructing station facilities. As the Commission has recognized in a pending proceeding that proposes substantial revisions to these rules, "the existing regulatory structure has limited the ability of operators to deploy two-way services and made it nearly impossible to provide mobile services." *In the Matter of Amendment of Parts 1, 21, 73, 74 and 101 of the Commission's Rules to Facilitate the Provision of Fixed and Mobile Broadband Access, Educational and Other Advanced Services in the 2150-2162 and 2500-2690 MHz Bands*, Notice of Proposed Rulemaking and Memorandum Opinion and Order, 18 FCC Rcd 6722, ¶ 2 n 3 (2003). The Commission has in similar circumstances regarding 800 MHz SMR channels relaxed restrictions on the assignment of licenses. See *In the Matter of Amendment of Part 90 of the Commission's Rules to Facilitate Future Development of SMR Systems in the 800 MHz Frequency Band*, Second Report and Order, 12 FCC Rcd 19079, ¶ 44 (1997) (noting that an application freeze and uncertainty caused by the lengthy pendency of a rulemaking proceeding made it difficult for legitimate licensees to develop their systems).

Exhibit II.5

Exhibit II.5

Call Sign	State	Market	CH	Licensee	Description
KNSC513	CA	Palm Springs	E	WorldCom Broadband Solutions, Inc	Leased by Craig Broadcasting
KNSC514	CA	Palm Springs	F	WorldCom Broadband Solutions, Inc	Leased by Craig Broadcasting
KNSC455	CA	Palm Springs	H2	WorldCom Broadband Solutions, Inc	Leased by Craig Broadcasting
B404	CA	San Francisco	BTA	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint
WNTA514	CA	San Francisco	H2	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint
KNSC363	FL	Tampa	2A	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint
B440	FL	Tampa	BTA	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint
B232	TN	Knoxville	BTA	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint
KNSC412-H01	TN	Nashville	1	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint
KNSC412	TN	Nashville	1	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint
KNSC412-H02	TN	Nashville	2A	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint
B314	TN	Nashville	BTA	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint
KNSC460	WA	Seattle	2A	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint
KNSC460-H01	WA	Seattle	2A	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint
B413	WA	Seattle	BTA	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint
KNSC461	WA	Spokane	2A	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint
KNSC461-H03	WA	Spokane	2A	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint
B425	WA	Spokane	BTA	WorldCom Broadband Solutions, Inc	Subject to Cross-Lease Proposal Letter of Intent with Sprint